ROBERTS JOHN R

Form 4 March 15, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005 Estimated average

10% Owner

Other (specify

0.5

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person *

ROBERTS JOHN R

(Last) (First) (Middle)

ENERGIZER, 533 MARYVILLE UNIVERSITY DRIVE

(Month/Day/Year)

(Zip)

Execution Date, if

(Month/Day/Year)

2. Transaction Date 2A. Deemed

(Street)

(State)

ST. LOUIS, MO 63141

2. Issuer Name and Ticker or Trading

Symbol

ENERGIZER HOLDINGS INC [ENR]

3. Date of Earliest Transaction

(Month/Day/Year) 03/13/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

Code

(Instr. 8)

4. Securities

Disposed of (D)

(A)

or

TransactionAcquired (A) or

Form filed by More than One Reporting Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

X_ Director

Applicable Line)

Officer (give title

5. Amount of (Instr. 3, 4 and 5)

Securities Beneficially Owned Following

Form: Direct (D) or Indirect (I) (Instr. 4)

D

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person

(Check all applicable)

Indirect Beneficial Ownership (Instr. 4)

6. Ownership 7. Nature of

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

10,000

Energizer Holdings,

(City)

1.Title of

Security

(Instr. 3)

Inc.

Common Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amor Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ar or Nu of
Phantom Stock Units in Deferred Compensation Plan	\$ 0	03/13/2013		A	37 (1)	(2)	<u>(2)</u>	Energizer Holdings, Inc. Common Stock	
Restricted Stock Equivalents	\$ 0					04/29/2006(3)	04/29/2006(3)	Energizer Holdings, Inc. Common Stock	10

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROBERTS JOHN R ENERGIZER 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141



Signatures

JOHN R.

ROBERTS 03/15/2013

**Signature of Date

_Signature of
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Dividend equivalent payment credited to the Reporting Person's balance in the Energizer stock fund of the Company's deferred compensation plan in the form of additional units.

(2)

Reporting Owners 2

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Phantom stock units are payable in cash following termination of the Reporting Person's service on the Board of Directors of Energizer Holdings, Inc.

(3) Restricted stock equivalents are vested and will convert into shares of Energizer Common Stock upon Reporting Person's retirement or other termination of service on the Board.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.